



HEALTH QUARTERLY STATEMENT

AS OF SEPTEMBER 30, 2014
OF THE CONDITION AND AFFAIRS OF THE

Harvard Pilgrim Health Care, Inc.

NAIC Group Code05950595NAIC Company Code96911Employer's ID Number04-2452600
(Current)(Prior)

Organized under the Laws ofMassachusetts, State of Domicile or Port of EntryMassachusetts

Country of DomicileUnited States of America

Licensed as business type:Health Maintenance Organization

Is HMO Federally Qualified? Yes [X] No []

Incorporated/Organized02/11/1969Commenced Business02/11/1969

Statutory Home Office93 Worcester StreetWellesley , MA, US 02481-9181
(Street and Number)(City or Town, State, Country and Zip Code)

Main Administrative Office93 Worcester StreetWellesley , MA, US 02481-9181781-263-6000
(Street and Number)(City or Town, State, Country and Zip Code)(Area Code) (Telephone Number)

Mail Address93 Worcester StreetWellesley , MA, US 02481-9181
(Street and Number or P.O. Box)(City or Town, State, Country and Zip Code)

Primary Location of Books and Records93 Worcester StreetWellesley , MA, US 02481-9181617-509-5697
(Street and Number)(City or Town, State, Country and Zip Code)(Area Code) (Telephone Number)

Internet Website Addresswww.hphc.org

Statutory Statement ContactKevin O'Connor617-509-5697
(Name)(Area Code) (Telephone Number)

kevin_oconnor@hphc.org617-509-1778
(E-mail Address)(FAX Number)

OFFICERS

President and Chief Executive OfficerEric Hinman SchultzClerk/Secretary and Chief Legal OfficerTisa Kramer Hughes #

Chief Financial Officer and TreasurerCharles Robert Goheen

OTHER

Mary Ann Tocio # ChairmanJoyce Anne Murphy # Vice ChairmanMichael Scott Sherman, M.D. Chief Medical Officer

Deborah Ann Norton Chief Information OfficerJohn Francis Lane Chief Human Resource OfficerTu T Nguyen Chief Actuary

DIRECTORS OR TRUSTEES

Eric Hinman SchultzSusan Vercillo DupreyShelby Michael Chodos

Joyce Anne Murphy, Vice ChairmanEdward Francis McCauley, CPAHedwig Veith Whitney

Scott Sears HartzJoseph Francis O'Donnell, M.D.Mary Ann Tocio, Chairman

Myechia Minter-Jordan, M.D. #Trammell Louis GutierrezEarl Wayne Baucom

State ofMassachusettsSS:

County ofNorfolk

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

Eric Hinman SchultzCharles Robert GoheenTisa Kramer Hughes
President and Cheif Executive OfficerChief Financial Officer and TreasurerClerk/Secretary and Chief Legal Officer

Subscribed and sworn to before me thisa. Is this an original filing? Yes [X] No []
day ofNovember, 2014b. If no,
1. State the amendment number.....
2. Date filed
3. Number of pages attached.....

Susan Greaney
Notary Public
08/19/2016

ASSETS

	Current Statement Date			4
	1	2	3	December 31
	Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	Prior Year Net Admitted Assets
1. Bonds	441,236,479		441,236,479	530,586,355
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks	203,224,971	452,818	202,772,153	210,546,663
3. Mortgage loans on real estate:				
3.1 First liens			0	0
3.2 Other than first liens.....			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$				
encumbrances)	23,614,650		23,614,650	24,340,324
4.2 Properties held for the production of income (less				
\$ encumbrances)	3,759,718		3,759,718	3,893,604
4.3 Properties held for sale (less \$				
encumbrances)			0	0
5. Cash (\$23,286,270), cash equivalents				
(\$) and short-term				
investments (\$10,783,967)	34,070,237		34,070,237	(7,416,464)
6. Contract loans (including \$ premium notes)			0	0
7. Derivatives			0	0
8. Other invested assets	3,234,362		3,234,362	0
9. Receivables for securities			0	0
10. Securities lending reinvested collateral assets			0	0
11. Aggregate write-ins for invested assets	33,951,558	25,381,741	8,569,817	1,910,688
12. Subtotals, cash and invested assets (Lines 1 to 11)	743,091,975	25,834,559	717,257,416	763,861,170
13. Title plants less \$ charged off (for Title insurers				
only)			0	0
14. Investment income due and accrued	2,556,114		2,556,114	3,174,657
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	13,693,956	1,573,181	12,120,775	14,312,441
15.2 Deferred premiums, agents' balances and installments booked but				
deferred and not yet due (including \$				
earned but unbilled premiums)			0	0
15.3 Accrued retrospective premiums			0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	3,618,191		3,618,191	1,327,890
16.2 Funds held by or deposited with reinsured companies			0	0
16.3 Other amounts receivable under reinsurance contracts			0	0
17. Amounts receivable relating to uninsured plans	43,109,891	494,534	42,615,357	30,430,754
18.1 Current federal and foreign income tax recoverable and interest thereon			0	0
18.2 Net deferred tax asset			0	0
19. Guaranty funds receivable or on deposit			0	0
20. Electronic data processing equipment and software	113,300,245	106,282,650	7,017,595	11,349,409
21. Furniture and equipment, including health care delivery assets				
(\$)	5,343,545	5,343,545	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
23. Receivables from parent, subsidiaries and affiliates	17,968,686		17,968,686	2,756,790
24. Health care (\$8,464,819) and other amounts receivable	25,047,687	5,075,077	19,972,610	23,604,678
25. Aggregate write-ins for other than invested assets	11,324,950	8,332,829	2,992,121	2,710,167
26. Total assets excluding Separate Accounts, Segregated Accounts and				
Protected Cell Accounts (Lines 12 to 25)	979,055,240	152,936,375	826,118,865	853,527,956
27. From Separate Accounts, Segregated Accounts and Protected Cell				
Accounts			0	0
28. Total (Lines 26 and 27)	979,055,240	152,936,375	826,118,865	853,527,956
DETAILS OF WRITE-INS				
1101. Investment in HPHC Institute	25,381,741	25,381,741	0	
1102. Investment in HPHC CT	8,357,607		8,357,607	
1103. Deposits	212,210		212,210	1,910,688
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198)(Line 11 above)	33,951,558	25,381,741	8,569,817	1,910,688
2501. Prepaid Expenses and Other Assets	11,315,469	8,332,829	2,982,640	2,710,167
2502. ACA Risk Adjustment Receivable	9,481		9,481	
2503.				
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	11,324,950	8,332,829	2,992,121	2,710,167

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ reinsurance ceded)	92,970,219		92,970,219	108,997,822
2. Accrued medical incentive pool and bonus amounts	46,838,813		46,838,813	37,779,839
3. Unpaid claims adjustment expenses	1,236,464		1,236,464	1,463,042
4. Aggregate health policy reserves, including the liability of \$0 for medical loss ratio rebate per the Public Health Service Act	10,128,739		10,128,739	0
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves			0	0
8. Premiums received in advance	43,684,139		43,684,139	25,777,133
9. General expenses due or accrued	76,437,443		76,437,443	84,534,146
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))			0	0
10.2 Net deferred tax liability			0	0
11. Ceded reinsurance premiums payable			0	0
12. Amounts withheld or retained for the account of others.....	95,565		95,565	58,273
13. Remittances and items not allocated			0	0
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			0	0
15. Amounts due to parent, subsidiaries and affiliates			0	12,515,645
16. Derivatives			0	0
17. Payable for securities	1,995,900		1,995,900	0
18. Payable for securities lending			0	0
19. Funds held under reinsurance treaties (with \$ authorized reinsurers, \$ unauthorized reinsurers and \$ certified reinsurers).....			0	0
20. Reinsurance in unauthorized and certified (\$) companies			0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
22. Liability for amounts held under uninsured plans	53,320,221		53,320,221	51,185,964
23. Aggregate write-ins for other liabilities (including \$ current)	34,434,250	0	34,434,250	34,604,541
24. Total liabilities (Lines 1 to 23)	361,141,753	0	361,141,753	356,916,405
25. Aggregate write-ins for special surplus funds	XXX	XXX	15,060,230	0
26. Common capital stock	XXX	XXX		
27. Preferred capital stock	XXX	XXX		
28. Gross paid in and contributed surplus	XXX	XXX		
29. Surplus notes	XXX	XXX	29,030,644	38,766,816
30. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	420,886,237	457,844,735
32. Less treasury stock, at cost:				
32.1 shares common (value included in Line 26 \$)	XXX	XXX		
32.2 shares preferred (value included in Line 27 \$)	XXX	XXX		
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	464,977,111	496,611,551
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	826,118,864	853,527,956
DETAILS OF WRITE-INS				
2301. Professional Liability Reserve-Medical Malpractice	453,000		453,000	453,000
2302. Deferred Rent	888,610		888,610	1,739,909
2303. Security Deposits	142,354		142,354	142,354
2398. Summary of remaining write-ins for Line 23 from overflow page	32,950,286	0	32,950,286	32,269,278
2399. Totals (Lines 2301 through 2303 plus 2398)(Line 23 above)	34,434,250	0	34,434,250	34,604,541
2501. ACA Industry Fee – Data Year (SSAP 35R requirement)	XXX	XXX	15,060,230	0
2502.	XXX	XXX		0
2503.	XXX	XXX		0
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	XXX	XXX	15,060,230	0
3001.	XXX	XXX		0
3002.	XXX	XXX		0
3003.	XXX	XXX		0
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098)(Line 30 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months	XXX	2,730,576	3,027,621	4,020,702
2. Net premium income (including \$ non-health premium income).....	XXX	1,245,336,376	1,343,151,987	1,784,760,345
3. Change in unearned premium reserves and reserve for rate credits.....	XXX	(10,119,258)	1,196,352	1,196,352
4. Fee-for-service (net of \$ medical expenses).....	XXX			0
5. Risk revenue	XXX			0
6. Aggregate write-ins for other health care related revenues	XXX	0	0	0
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	1,235,217,118	1,344,348,339	1,785,956,697
Hospital and Medical:				
9. Hospital/medical benefits		819,153,732	919,166,752	1,219,995,028
10. Other professional services		32,459,741	36,203,856	47,786,747
11. Outside referrals		20,820,414	23,367,762	32,563,633
12. Emergency room and out-of-area		17,917,778	21,098,116	26,685,590
13. Prescription drugs		159,676,772	153,163,242	204,108,494
14. Aggregate write-ins for other hospital and medical	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts		30,737,521	31,136,311	32,923,375
16. Subtotal (Lines 9 to 15)	0	1,080,765,959	1,184,136,039	1,564,062,867
Less:				
17. Net reinsurance recoveries		2,877,676	286,708	1,838,301
18. Total hospital and medical (Lines 16 minus 17)	0	1,077,888,283	1,183,849,331	1,562,224,566
19. Non-health claims (net)				0
20. Claims adjustment expenses, including \$14,561,446 cost containment expenses		34,991,572	37,606,592	49,243,498
21. General administrative expenses		142,917,603	131,456,981	175,092,431
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only)				0
23. Total underwriting deductions (Lines 18 through 22).....	0	1,255,797,458	1,352,912,904	1,786,560,495
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	(20,580,340)	(8,564,565)	(603,798)
25. Net investment income earned		10,207,910	10,144,445	14,283,290
26. Net realized capital gains (losses) less capital gains tax of \$		14,612,743	245,806	340,096
27. Net investment gains (losses) (Lines 25 plus 26)	0	24,820,653	10,390,251	14,623,386
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$)].				
29. Aggregate write-ins for other income or expenses	0	(4,946,369)	(3,785,947)	(2,515,395)
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	(706,056)	(1,960,261)	11,504,193
31. Federal and foreign income taxes incurred	XXX			
32. Net income (loss) (Lines 30 minus 31)	XXX	(706,056)	(1,960,261)	11,504,193
DETAILS OF WRITE-INS				
0601.	XXX			0
0602.	XXX			0
0603.	XXX			0
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698)(Line 6 above)	XXX	0	0	0
0701.	XXX			0
0702.	XXX			0
0703.	XXX			0
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798)(Line 7 above)	XXX	0	0	0
1401.				0
1402.				0
1403.				0
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498)(Line 14 above)	0	0	0	0
2901. Miscellaneous & Other Income/(Expense)		(4,946,369)	(3,785,947)	(2,515,395)
2902.				0
2903.				0
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998)(Line 29 above)	0	(4,946,369)	(3,785,947)	(2,515,395)

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
CAPITAL AND SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year.....	496,611,551	481,136,887	481,136,887
34. Net income or (loss) from Line 32	(706,056)	(1,960,261)	11,504,193
35. Change in valuation basis of aggregate policy and claim reserves			
36. Change in net unrealized capital gains (losses) less capital gains tax of \$	(13,964,919)	19,192,726	25,542,893
37. Change in net unrealized foreign exchange capital gain or (loss)			
38. Change in net deferred income tax			
39. Change in nonadmitted assets	(7,227,293)	(6,629,027)	(5,951,755)
40. Change in unauthorized and certified reinsurance	0	0	0
41. Change in treasury stock	0	0	0
42. Change in surplus notes	(9,736,172)	(9,736,172)	(9,714,897)
43. Cumulative effect of changes in accounting principles.....		(8,016,915)	(5,905,770)
44. Capital Changes:			
44.1 Paid in	0	0	0
44.2 Transferred from surplus (Stock Dividend).....	0	0	0
44.3 Transferred to surplus.....			
45. Surplus adjustments:			
45.1 Paid in	0	0	0
45.2 Transferred to capital (Stock Dividend)			
45.3 Transferred from capital			
46. Dividends to stockholders			
47. Aggregate write-ins for gains or (losses) in surplus	0	0	0
48. Net change in capital & surplus (Lines 34 to 47)	(31,634,440)	(7,149,649)	15,474,664
49. Capital and surplus end of reporting period (Line 33 plus 48)	464,977,111	473,987,238	496,611,551
DETAILS OF WRITE-INS			
4701.			0
4702.			
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798)(Line 47 above)	0	0	0

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance	1,266,152,208	1,326,305,363	1,767,186,860
2. Net investment income	12,560,238	13,133,280	17,712,485
3. Miscellaneous income	4,782,907	(2,356,225)	(7,004,892)
4. Total (Lines 1 to 3)	1,283,495,353	1,337,082,418	1,777,894,453
5. Benefit and loss related payments	1,085,583,411	1,175,745,097	1,595,300,857
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7. Commissions, expenses paid and aggregate write-ins for deductions	171,428,262	139,181,579	184,624,844
8. Dividends paid to policyholders			
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses)	0	0	0
10. Total (Lines 5 through 9)	1,257,011,673	1,314,926,676	1,779,925,701
11. Net cash from operations (Line 4 minus Line 10)	26,483,680	22,155,742	(2,031,248)
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	129,305,620	133,558,667	225,968,452
12.2 Stocks	45,495,129	2	0
12.3 Mortgage loans	0	0	0
12.4 Real estate	0	0	0
12.5 Other invested assets	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	0	0
12.7 Miscellaneous proceeds	1,995,900	2,749,439	1,352,447
12.8 Total investment proceeds (Lines 12.1 to 12.7)	176,796,649	136,308,108	227,320,899
13. Cost of investments acquired (long-term only):			
13.1 Bonds	41,549,018	139,501,710	227,115,898
13.2 Stocks	37,568,344	7,192,460	18,609,790
13.3 Mortgage loans	0	0	0
13.4 Real estate	54,650	31,666	31,666
13.5 Other invested assets	3,234,362	0	0
13.6 Miscellaneous applications	7,111,877	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6)	89,518,251	146,725,836	245,757,354
14. Net increase (or decrease) in contract loans and premium notes	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	87,278,398	(10,417,728)	(18,436,455)
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	(9,736,172)	(9,736,172)	(9,714,897)
16.2 Capital and paid in surplus, less treasury stock	0	0	0
16.3 Borrowed funds	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0	0
16.5 Dividends to stockholders	0	0	0
16.6 Other cash provided (applied)	(62,539,206)	(48,474,263)	(40,407,805)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(72,275,378)	(58,210,435)	(50,122,702)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17) ..	41,486,700	(46,472,421)	(70,590,405)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	(7,416,464)	63,173,941	63,173,941
19.2 End of period (Line 18 plus Line 19.1)	34,070,236	16,701,520	(7,416,464)

Note: Supplemental disclosures of cash flow information for non-cash transactions:

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EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year	328,793	13,360	315,433	0	0	0	0	0	0	0
2. First Quarter	314,615	10,149	304,351	0	0	0	0	115	0	0
3. Second Quarter	299,087	9,191	289,755	0	0	0	0	141	0	0
4. Third Quarter	293,283	8,950	284,190					143		
5. Current Year	0									
6. Current Year Member Months	2,730,576	102,554	2,626,849					1,173		
Total Member Ambulatory Encounters for Period:										
7. Physician	1,120,535	43,729	1,075,885					921		
8. Non-Physician	449,932	17,741	432,165					26		
9. Total	1,570,467	61,470	1,508,050	0	0	0	0	947	0	0
10. Hospital Patient Days Incurred	60,694	2,772	57,882					40		
11. Number of Inpatient Admissions	13,961	529	13,421					11		
12. Health Premiums Written (a)	1,247,185,023	48,151,546	1,197,981,641					1,051,836		
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	1,235,869,960	46,491,968	1,189,521,962					(143,970)		
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services.....	1,086,292,257	47,638,465	1,037,769,372					884,420		
18. Amount Incurred for Provision of Health Care Services	1,080,765,960	46,821,941	1,033,149,701					794,318		

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ 1,051,836

STATEMENT AS OF SEPTEMBER 30, 2014 OF THE Harvard Pilgrim Health Care, Inc.

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

[illegible]

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UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability December 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical)	76,250,609	984,479,535	2,447,694	90,257,019	78,698,303	108,997,822
2. Medicare Supplement					0	0
3. Dental Only					0	0
4. Vision Only					0	0
5. Federal Employees Health Benefits Plan					0	0
6. Title XVIII - Medicare		884,420		265,505	0	0
7. Title XIX - Medicaid					0	0
8. Other health					0	0
9. Health subtotal (Lines 1 to 8)	76,250,609	985,363,955	2,447,694	90,522,524	78,698,303	108,997,822
10. Healthcare receivables (a)	1,098,733	7,397,086			1,098,733	10,059,621
11. Other non-health					0	0
12. Medical incentive pools and bonus amounts	14,948,453	6,730,095	18,404,511	28,434,301	33,352,964	37,779,839
13. Totals (Lines 9-10+11+12)	90,100,329	984,696,964	20,852,205	118,956,825	110,952,534	136,718,040

(a) Excludes \$ loans or advances to providers not yet expensed.

1. Summary of Significant Accounting Policies

A. Accounting Practices

The accompanying financial statements of Harvard Pilgrim Health Care, Inc. ("Harvard Pilgrim") have been prepared in accordance with the National Association of Insurance Commissioners ("NAIC") Accounting Practices and Procedures Manual for statutory accounting principles ("NAIC SAP") which do not differ from the accounting practices prescribed or permitted by the Division of Insurance of the Commonwealth of Massachusetts.

Harvard Pilgrim's net income and capital and surplus based on NAIC SAP and practices prescribed and permitted by the Commonwealth of Massachusetts is shown below (amounts in thousands):

	State of Domicile	September 30, 2014	December 31, 2013
Net (Loss) Income			
(1) Company state basis (Page 4, Line 32, Columns 2&4)	MA	(\$706)	\$11,504
(2) State Prescribed Practices that increase (decrease) NAIC SAP:	MA		
(3) State Permitted Practices that increase (decrease) NAIC SAP:	MA		
(4) NAIC SAP (1-2-3=4)	MA	(\$706)	\$11,504
Surplus			
(5)Company state basis (Page 3, Line 33, Columns 3&4)	MA	\$464,977	\$496,612
(6) State Prescribed Practices that increase (decrease) NAIC SAP:	MA		
(7) State Permitted Practices that increase (decrease) NAIC SAP:	MA		
(8) NAIC SAP (5-6-7=8)	MA	\$464,977	\$496,612

B. Use of Estimates in the Preparation of the Financial Statements

The claims unpaid liability, medical loss ratio rebate accrual, accruals for risk sharing provisions under the Patient Protection and Affordable Care Act ("PPACA"), and accrued medical incentive pool liability represent Harvard Pilgrim's most significant estimates.

C. Accounting Policy

No significant changes from the Annual Statement for the year ended December 31, 2013 except to the notes described below.

Assessment

Harvard Pilgrim was subject to an annual fee under Section 9010 of PPACA starting on January 1, 2014. This annual fee was allocated to individual health insurers based on the ratio of the amount of Harvard Pilgrim's net premiums written during the preceding calendar year to the amount of health insurance for any U.S. health risk that was written during the preceding calendar year. In January 2014, Harvard Pilgrim recorded an \$11.7 million liability, as a component of general expenses due or accrued, for the fee imposed by PPACA. In August 2014, the IRS provided a preliminary calculation of the Company's liability of \$11.5 million which required a \$0.2 million reduction of the liability to be recorded. The 2014 assessment imposed under Section 9010 of PPACA was paid on or before September 30, 2014. Additionally, Harvard Pilgrim recorded \$15.1 million of restricted surplus as of September 30, 2014, which represents Harvard Pilgrim's ratable recognition of estimated obligations for 2014 net premiums written that are payable in 2015 under Section 9010 of PPACA.

Revenue Recognition

In 2012, Harvard Pilgrim received a final reconciliation amount of \$4.9 million from CMS for the Medicare Advantage Plan which was terminated in 2010. In March 2014, Harvard Pilgrim identified that it had miscalculated certain risk adjustment submissions to CMS related to prior periods. This resulted in a correction to the final reconciliation amount and Harvard Pilgrim issued a refund of \$1.2 million to CMS. The refund amount was recorded as a reduction to earned premium.

Other Invested Assets

Harvard Pilgrim invests in certain limited partnerships and reports the investments in accordance with Statement of Statutory Accounting Principles No. 48, *Joint Ventures, Partnerships and Limited Liability Companies*.

2. Accounting Changes and Corrections of Errors

No significant changes from the Annual Statement for the year ended December 31, 2013.

3. Business Combinations and Goodwill

No significant changes from the Annual Statement for the year ended December 31, 2013.

4. Discontinued Operations

No significant changes from the Annual Statement for the year ended December 31, 2013.

5. Investments

A. Mortgage Loans - none

B. Debt Restructuring - none

C. Reverse Mortgages - none

D. Loan-Backed Securities

(1) Prepayment assumptions for single class and multi-class mortgage-backed/asset-backed securities were obtained from third party providers.

(2) Harvard Pilgrim has the ability and intent to retain all loan-backed and structured securities for the period of time sufficient to recover the amortized cost basis. Harvard Pilgrim had no securities with recognized other-than-temporary impairments during the nine months ended September 30, 2014.

(3) Harvard Pilgrim did not hold any securities with a recognized other-than-temporary impairment on September 30, 2014.

(4) For all impaired securities (fair value is less than cost or amortized cost) for which an other-than-temporary impairment has not been recognized in earnings as a realized loss (including securities with a recognized other-than-temporary impairment for non-interest related declines when a non-recognized interest related impairment remains), the aggregate amount of unrealized losses and related fair value as of September 30, 2014 are as follows (amounts in thousands):

a. The aggregate amount of unrealized losses:

1. Less than 12 Months	(\$32)
2. 12 Months or Longer	(\$1,688)

b. The aggregate related fair value of securities with unrealized losses:

1. Less than 12 Months	\$4,965
2. 12 Months or Longer	\$90,422

E. Repurchase Agreements and/or Securities Lending Transactions - none.

F. Real Estate

No significant changes from the Annual Statement for the year ended December 31, 2013.

G. Investments in Low-income Housing Tax Credits (LIHTC) - none.

H. Restricted Assets

No significant changes from the Annual Statement for the year ended December 31, 2013.

I. Working Capital Finance Investments - none

6. Joint Ventures, Partnerships and Limited Liability Companies

A. Harvard Pilgrim had no investments in joint ventures, partnerships, or limited liability companies that exceed 10% of its admitted assets.

B. Harvard Pilgrim did not recognize impairment write downs for its investments in joint ventures, partnerships, or limited liability companies.

7. Investment Income

No significant changes from the Annual Statement for the year ended December 31, 2013.

8. Derivative Instruments

No significant changes from the Annual Statement for the year ended December 31, 2013.

9. Income Taxes

No significant changes from the Annual Statement for the year ended December 31, 2013.

10. Information Concerning Parent, Subsidiaries, Affiliates and Other Related Parties

No significant changes from the Annual Statement for the year ended December 31, 2013 other than as described in the paragraphs below.

In January 2014, Harvard Pilgrim made a capital contribution of \$9 million to its wholly owned subsidiary, HPHC Holding Corporation (Holdings). Holdings used this capital to acquire all of the outstanding membership interests of MedWatch LLC, a care management company. The investment in Holdings is reported as common stock on the balance sheet.

In March 2014, Harvard Pilgrim made a capital contribution of \$10 million to a new insurance affiliate, Harvard Pilgrim Health Care of Connecticut (HPHC CT). HPHC CT received its initial certificate of insurance from the State of Connecticut in April 2014 and began writing health insurance policies on July 1, 2014. The investment in HPHC CT is reported as an aggregate write-in for invested assets on the balance sheet.

HPHC Insurance Company ("the Insurance Company") is a wholly-owned subsidiary of Harvard Pilgrim. As of December 31, 2013, the Insurance Company's RBC level was 191.9% which is considered a Company Action Level Event under 211 CMR 20.3 "RBC For Insurers". In accordance with the requirements of this regulation, the Insurance Company filed an RBC Plan with the Massachusetts Commissioner of Insurance which was accepted on April 28, 2014. On April 9, 2014, Harvard Pilgrim's Board of Directors approved a \$10 million capital contribution to the Insurance Company in connection with the RBC Plan. The capital contribution was made on April 10, 2014.

11. Debt

A. Debt including Surplus Notes

No significant changes from the Annual Statement for the year ended December 31, 2013.

B. FHLB (Federal Home Loan Bank) Agreements - none

12. Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans

A. Defined Benefit Plan

(4) The following table represents components of net periodic benefit cost of the postretirement medical plan for the periods ending September 30, 2014 and December 31, 2013 (amounts in thousands):

	Pension Benefits		Postretirement Benefits		Postemployment & Compensated Absence Benefits	
	2014	2013	2014	2013		
a. Service cost			\$345	\$536		
b. Interest cost			451	523		
c. Expected return on plan assets						
d. Amortization of unrecognized transition obligation or transition asset						
e Amount of recognized gains and losses				139		
f. Amount of prior service cost recognized			265	354		
g. Amount of gain or loss recognized due to a settlement of curtailment						
h. Total net periodic benefit cost			\$1,061	\$1,552		

B. Defined Contribution Plan

No significant changes from the Annual Statement for the year ended December 31, 2013.

C. Multiemployer Plans – none

D. Consolidated/Holding Company Plans – none

E. Postretirement Benefits and Compensated Absences – none

F. Impact of Medicare Modernization Act on Postretirement Benefits (INT 04-17) - none

13. Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations

No significant changes from the Annual Statement for the year ended December 31, 2013 except as disclosed in note 1.

14. Contingencies

A. Contingent Commitments

No significant changes from the Annual Statement for the year ended December 31, 2013.

B. Assessments

No significant changes from the Annual Statement for the year ended December 31, 2013.

C. Gain Contingencies - none

D. Claims Related Extra Contractual Obligation and Bad Faith Losses Stemming from Lawsuits - none.

E. All Other Contingencies

No significant changes from the Annual Statement for the year ended December 31, 2013.

15. Leases

No significant changes from the Annual Statement for the year ended December 31, 2013.

16. Information About Financial Instruments With Off-Balance Sheet Risk And Financial Instruments With Concentrations of Credit Risk

No significant changes from the Annual Statement for the year ended December 31, 2013.

17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

A. Transfers of Receivables Reported as Sales - none

B. Transfer and Servicing of Financial Assets - none

C. Wash Sales - none

18. Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans

A. ASO Plans

No significant changes from the Annual Statement for the year ended December 31, 2013.

B. ASC Plans - none

C. Medicare or Other Similarly Structured Cost Based Reimbursement Contract - none

19. Direct Premium Written/Produced by Managing General Agents/Third Party Administrators

No significant changes from the Annual Statement for the year ended December 31, 2013.

20. Fair Value Measurements

A. Harvard Pilgrim's financial assets and liabilities carried at fair value have been classified, for disclosure purposes, based on a hierarchy defined by SSAP No. 100, *Fair Value Measurements*.

(1) Fair value measurements at the reporting date (amounts in thousands):

Description	Level 1	Level 2	Level 3	Total
a. Assets at fair value				
Bonds				
Industrial and Misc		\$1,880		\$1,880
Total Bonds		1,880		1,880
Common Stock				
Industrial and Misc	\$130,721			130,721
Total Common Stocks	130,721			130,721
Total Assets at Fair Value	\$130,721	\$1,880		\$132,601

Note: There was no significant transfer between level 1 and level 2 during the nine month period ended September 30, 2014.

(2) Fair value measurements in Level 3 at September 30, 2014: None.

(3) The policy on the timing of recognizing transfers in and out of Level 3: Transfers in and out of Level 3 securities are recognized at the end of the period.

(4) For fair value measurements categorized within Level 2 and Level 3 of the fair value hierarchy, the valuation technique(s) and the inputs used in the fair value measurement: Fair value measurements of securities within the Level 2 and Level 3 hierarchy are determined using the NAIC Securities Valuation Office pricing source at December 31, 2013.

B. Other fair value measurements - not applicable.

C. The aggregate fair value of all financial instruments by hierarchical level as of September 30, 2014 (amounts in thousands):

Type of Financial Instrument	Aggregate fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	Not Practicable (CV)
Bonds	\$451,863	\$441,236	\$ -	\$451,863	\$ -	\$ -
Common Stock	130,721	130,721	130,721			
Short-term Investments	10,784	10,784	10,784			
Total	\$593,368	\$582,741	\$141,505	\$451,863	\$ -	\$ -

D. Not practicable to estimate fair value - not applicable.

21. Other Items

A. Extraordinary Items - none

B. Troubled Debt Restructuring - none

C. Other Disclosures - none

D. Business Interruption Insurance Recoveries - none

E. State Transferable and Non-transferable Tax Credits - none

F. Subprime Mortgage Related Risk Exposure

No significant changes from the Annual Statement for the year ended December 31, 2013.

G. Retained Assets - none

H. Offsetting and Netting of Assets and Liabilities - none

I. Joint and Several Liabilities - none

J. Risk sharing provisions of the Affordable Care Act (amounts in thousands):

a. Permanent ACA Risk Adjustment Program:	
Premium adjustments receivable due to ACA Risk Adjustment	None
Risk adjustment user fees payable for ACA Risk Adjustment	\$3
Premium adjustments payable due to ACA Risk Adjustment	\$10,129
Reported as revenue in premium for accident and health contracts (written/collected) due to ACA Risk Adjustment	\$10,129
Reported in expenses as ACA risk adjustment user fees (incurred/paid)	\$3
b. Transitional ACA Reinsurance Program	
Amounts recoverable for claims paid due to ACA Reinsurance	None
Amounts recoverable for claims unpaid due to ACA Reinsurance	\$2,930
Amounts receivable relating to uninsured plans for contributions for ACA Reinsurance	None
Claims unpaid –ceded due from ACA Reinsurance	None
Liabilities for contributions payable due to ACA Reinsurance - not reported as ceded premium	\$14,129
Ceded reinsurance premiums payable due to ACA Reinsurance	\$370
Liability for amounts held under uninsured plans contributions for ACA Reinsurance	None
Ceded reinsurance premiums due to ACA Reinsurance	\$370
Reinsurance recoveries (income statement) due to ACA Reinsurance payments or expected payments	\$2,930
ACA Reinsurance Contributions – not reported as ceded premium	\$14,129
c. Temporary ACA Risk Corridors Program	
Accrued retrospective premium due from ACA Risk Corridors	None
Reserve for rate credits or policy experience rating refunds due to ACA Risk Corridors	None
Effect of ACA Risk Corridors on net premium income (paid/received)	None
Effect of ACA Risk Corridors on change in reserves for rate credits	None

22. Events Subsequent

Harvard Pilgrim has evaluated events and transactions subsequent to September 30, 2014, through November 14, 2014, the date the statutory financial statements are available for issuance and has determined there are no material events or transactions which require adjustment to, or disclosure in, the financial statements other than as described in the paragraph below.

On November 12, 2014, the Harvard Pilgrim and Harvard Pilgrim Health Care of New England, Inc. (New England) Board of Directors voted to amend the bylaws of New England to incorporate provisions consistent with the Harvard Pilgrim bylaws and Massachusetts non profit requirements including

removing provisions that prohibited Harvard Pilgrim from benefitting from the assets or income of New England. In addition, the Board of Directors approved a \$12 million extraordinary dividend payment from New England to Harvard Pilgrim contingent upon obtaining regulatory approval.

On November 12, 2014, the Harvard Pilgrim Board of Directors approved a \$12 million capital contribution to the HPHC Insurance Company, Inc.

23. Reinsurance

A. Ceded Reinsurance Report

No significant changes from the Annual Statement for the year ended December 31, 2013.

B. Uncollectible Reinsurance

No significant changes from the Annual Statement for the year ended December 31, 2013.

C. Commutation of Ceded Reinsurance - none.

D. Certified Reinsurer rating downgraded or status subject to revocation - none.

24. Retrospectively Rated Contracts & Contracts Subject to Redetermination

A. No significant changes from the Annual Statement for the year ended December 31, 2013.

B. No significant changes from the Annual Statement for the year ended December 31, 2013.

C. Net premiums written by Harvard Pilgrim at September 30, 2014 included amounts subject to retrospective rating features pursuant to both the risk sharing provisions of the medical loss ratio rebate requirements of the PPACA. Harvard Pilgrim does not have retrospectively rated contracts and contracts subject to redetermination other than those subject to the PPACA.

D. No significant changes from the Annual Statement for the year ended December 31, 2013.

25. Change in Incurred Claims and Claim Adjustment Expenses

Reserves, net of healthcare receivables, as of December 31, 2013 were \$136.7 million. As of September 30, 2014, \$91.2 million has been paid for incurred claims and claim adjustment expenses, net of healthcare receivables collected, attributable to insured events of prior years. Reserves remaining for prior years are now \$19.8 million. Therefore, there has been a \$25.7 million favorable prior year development from December 31, 2013 to September 30, 2014. Original estimates are increased or decreased, as additional information becomes known regarding individual claims. Harvard Pilgrim does not have any retrospectively rated policies.

26. Intercompany Pooling Arrangements

No significant changes from the Annual Statement for the year ended December 31, 2013.

27. Structured Settlements

No significant changes from the Annual Statement for the year ended December 31, 2013.

28. Health Care Receivables

A. Pharmaceutical rebate receivables

No significant changes from the Annual Statement for the year ended December 31, 2013.

B. Risk sharing receivables

No significant changes from the Annual Statement for the year ended December 31, 2013.

29. Participating Policies

No significant changes from the Annual Statement for the year ended December 31, 2013.

30. Premium Deficiency Reserves

1) Liability carried for premium deficiency reserves	\$ 0
2) Date of the most recent evaluation of this liability	<u>6/30/2014</u>
3) Was anticipated investment income utilized in the calculation?	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>

31. Anticipated Salvage and Subrogation

No significant changes from the Annual Statement for the year ended December 31, 2013.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

1.1

Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes ☐ No ☒

1.2

If yes, has the report been filed with the domiciliary state?

Yes ☐ No ☐

2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes ☐ No ☒

2.2

If yes, date of change:

3.1

Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer?
If yes, complete Schedule Y, Parts 1 and 1A.

Yes ☒ No ☐

3.2

Have there been any substantial changes in the organizational chart since the prior quarter end?

Yes ☐ No ☒

3.3

If the response to 3.2 is yes, provide a brief description of those changes.

4.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes ☐ No ☒

4.2

If yes, provide the name of the entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile

5.

If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?
If yes, attach an explanation.

Yes ☐ No ☒ N/A ☐

6.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2013

6.2

State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

12/31/2010

6.3

State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

07/02/2012

6.4

By what department or departments?
Massachusetts Division of Insurance

6.5

Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments?

Yes ☐ No ☐ N/A ☒

6.6

Have all of the recommendations within the latest financial examination report been complied with?

Yes ☐ No ☐ N/A ☒

7.1

Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes ☐ No ☒

7.2

If yes, give full information:

8.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes ☐ No ☒

8.2

If response to 8.1 is yes, please identify the name of the bank holding company.

8.3

Is the company affiliated with one or more banks, thrifts or securities firms?

Yes ☐ No ☒

8.4

If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 FDIC	6 SEC

GENERAL INTERROGATORIES

- 9.1

Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships; (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity; (c) Compliance with applicable governmental laws, rules and regulations; (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and (e) Accountability for adherence to the code.

Yes [X] No []
- 9.11

If the response to 9.1 is No, please explain:
- 9.2

Has the code of ethics for senior managers been amended?

Yes [] No [X]
- 9.21

If the response to 9.2 is Yes, provide information related to amendment(s).
- 9.3

Have any provisions of the code of ethics been waived for any of the specified officers?

Yes [] No [X]
- 9.31

If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

- 10.1

Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?

Yes [X] No []
- 10.2

If yes, indicate any amounts receivable from parent included in the Page 2 amount:

\$

INVESTMENT

- 11.1

Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.)

Yes [] No [X]
- 11.2

If yes, give full and complete information relating thereto:
12.

Amount of real estate and mortgages held in other invested assets in Schedule BA:

\$
13.

Amount of real estate and mortgages held in short-term investments:

\$
- 14.1

Does the reporting entity have any investments in parent, subsidiaries and affiliates?

Yes [X] No []
- 14.2

If yes, please complete the following:
- | | 1 | 2 |
|---|---|--|
| | Prior Year-End Book/Adjusted Carrying Value | Current Quarter Book/Adjusted Carrying Value |
| 14.21 Bonds | \$0 | \$ |
| 14.22 Preferred Stock | \$0 | \$ |
| 14.23 Common Stock | \$59,762,842 | \$72,489,442 |
| 14.24 Short-Term Investments | \$0 | \$ |
| 14.25 Mortgage Loans on Real Estate | \$0 | \$ |
| 14.26 All Other | \$0 | \$8,357,607 |
| 14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26) | \$59,762,842 | \$80,847,049 |
| 14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above | \$ | \$ |
- 15.1

Has the reporting entity entered into any hedging transactions reported on Schedule DB?

Yes [] No [X]
- 15.2

If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? If no, attach a description with this statement.

Yes [] No []

STATEMENT AS OF SEPTEMBER 30, 2014 OF THE Harvard Pilgrim Health Care, Inc.

GENERAL INTERROGATORIES

16. For the reporting entity's security lending program, state the amount of the following as of the current statement date:
- 16.1

Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2.

\$

0
- 16.2

Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2

\$

0
- 16.3

Total payable for securities lending reported on the liability page.

\$

0

17. Excluding items in Schedule E - Part 3 - Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes ☒ No ☐

- 17.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian Address
US Trust, Bank of America Corporation	225 Franklin St., Boston MA 02110

- 17.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)

- 17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter? Yes ☐ No ☒

- 17.4 If yes, give full information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason

- 17.5 Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
104518	Deutsche Investment Management Americas, Inc.	345 Park Avenue, New York, NY 10154
108281	Fidelity Manangement & Research Company	82 Devonshire Street V10G, Boston, MA 02109
105958	The Vanguard Group	100 Vanguard Blvd, V26, Malvern, PA 19355

- 18.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? Yes ☒ No ☐

- 18.2 If no, list exceptions:

GENERAL INTERROGATORIES

PART 2 - HEALTH

1. Operating Percentages:

1.1 A&H loss percent88.4 %

1.2 A&H cost containment percent1.2 %

1.3 A&H expense percent excluding cost containment expenses13.2 %
- 2.1 Do you act as a custodian for health savings accounts? Yes [] No [X]
- 2.2 If yes, please provide the amount of custodial funds held as of the reporting date\$.....
- 2.3 Do you act as an administrator for health savings accounts? Yes [] No [X]
- 2.4 If yes, please provide the balance of the funds administered as of the reporting date\$.....

STATEMENT AS OF SEPTEMBER 30, 2014 OF THE Harvard Pilgrim Health Care, Inc.

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

[illegible]

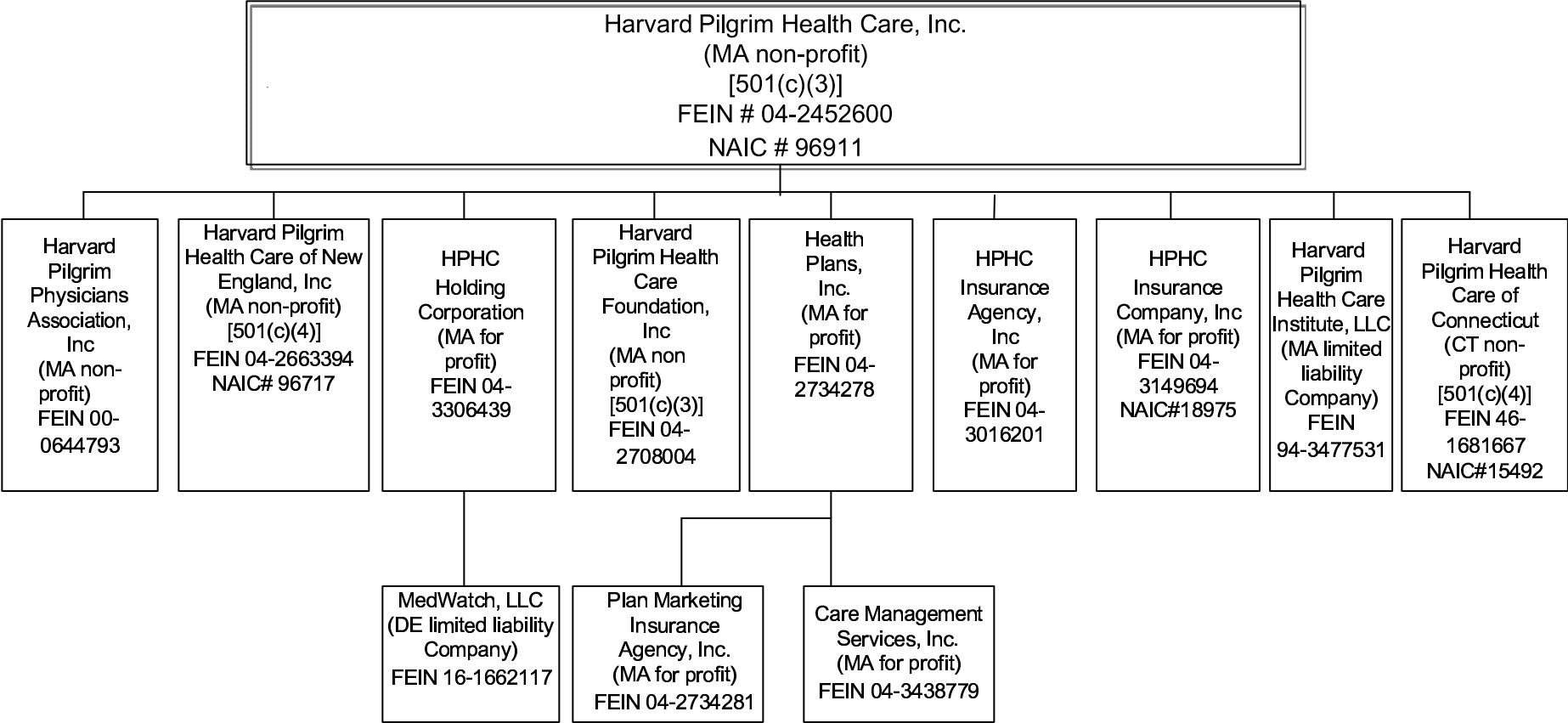
SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

		1	Direct Business Only							
States, etc.		Active Status	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums & Other Considerations	Property/Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1.	Alabama	AL	N						0	
2.	Alaska	AK	N						0	
3.	Arizona	AZ	N						0	
4.	Arkansas	AR	N						0	
5.	California	CA	N						0	
6.	Colorado	CO	N						0	
7.	Connecticut	CT	N						0	
8.	Delaware	DE	N						0	
9.	District of Columbia	DC	N						0	
10.	Florida	FL	N						0	
11.	Georgia	GA	N						0	
12.	Hawaii	HI	N						0	
13.	Idaho	ID	N						0	
14.	Illinois	IL	N						0	
15.	Indiana	IN	N						0	
16.	Iowa	IA	N						0	
17.	Kansas	KS	N						0	
18.	Kentucky	KY	N						0	
19.	Louisiana	LA	N						0	
20.	Maine	ME	L	105,221,670	156,922				105,378,592	
21.	Maryland	MD	N						0	
22.	Massachusetts	MA	L	1,140,911,517	894,914				1,141,806,431	
23.	Michigan	MI	N						0	
24.	Minnesota	MN	N						0	
25.	Mississippi	MS	N						0	
26.	Missouri	MO	N						0	
27.	Montana	MT	N						0	
28.	Nebraska	NE	N						0	
29.	Nevada	NV	N						0	
30.	New Hampshire	NH	N						0	
31.	New Jersey	NJ	N						0	
32.	New Mexico	NM	N						0	
33.	New York	NY	N						0	
34.	North Carolina	NC	N						0	
35.	North Dakota	ND	N						0	
36.	Ohio	OH	N						0	
37.	Oklahoma	OK	N						0	
38.	Oregon	OR	N						0	
39.	Pennsylvania	PA	N						0	
40.	Rhode Island	RI	N						0	
41.	South Carolina	SC	N						0	
42.	South Dakota	SD	N						0	
43.	Tennessee	TN	N						0	
44.	Texas	TX	N						0	
45.	Utah	UT	N						0	
46.	Vermont	VT	N						0	
47.	Virginia	VA	N						0	
48.	Washington	WA	N						0	
49.	West Virginia	WV	N						0	
50.	Wisconsin	WI	N						0	
51.	Wyoming	WY	N						0	
52.	American Samoa	AS	N						0	
53.	Guam	GU	N						0	
54.	Puerto Rico	PR	N						0	
55.	U.S. Virgin Islands	VI	N						0	
56.	Northern Mariana Islands	MP	N						0	
57.	Canada	CAN	N						0	
58.	Aggregate Other Aliens	OT	XXX	0	0	0	0	0	0	0
59.	Subtotal	XXX	1,246,133,187	1,051,836	0	0	0	0	1,247,185,023	0
60.	Reporting Entity Contributions for Employee Benefit Plans	XXX							0	
61.	Totals (Direct Business)	(a) 2	1,246,133,187	1,051,836	0	0	0	0	1,247,185,023	0
DETAILS OF WRITE-INS										
58001.	XXX								
58002.	XXX								
58003.	XXX								
58998.	Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0	0	0
58999.	Totals (Lines 58001 through 58003 plus 58998)(Line 58 above)	XXX	0	0	0	0	0	0	0	0

(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business in the state.
(a) Insert the number of L responses except for Canada and Other Alien.

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART



STATEMENT AS OF SEPTEMBER 30, 2014 OF THE Harvard Pilgrim Health Care, Inc.

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

[illegible]

Asterisk	Explanation

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

Response

1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?

NO

Explanation:

1.

Bar Code:

1. Medicare Part D Coverage Supplement [Document Identifier 365]



STATEMENT AS OF SEPTEMBER 30, 2014 OF THE Harvard Pilgrim Health Care, Inc.

OVERFLOW PAGE FOR WRITE-INS

Additional Write-ins for Liabilities Line 23

		Current Period			Prior Year
		1 Covered	2 Uncovered	3 Total	4 Total
2304.	Accrued Long Term Expenses	3,950,286		3,950,286	3,269,278
2305.	Quincy Mortgage	29,000,000		29,000,000	29,000,000
2397.	Summary of remaining write-ins for Line 23 from overflow page	32,950,286	0	32,950,286	32,269,278

Additional Write-ins for Statement of Revenue and Expenses Line 29

		Current Year To Date		Prior Year To Date	Prior Year Ended December 31
		1 Uncovered	2 Total	3 Total	4 Total
2904.				0
2997.	Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0

SCHEDULE A - VERIFICATION

Real Estate

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	28,233,929	29,343,117
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		0
2.2 Additional investment made after acquisition	54,650	31,666
3. Current year change in encumbrances		0
4. Total gain (loss) on disposals		0
5. Deduct amounts received on disposals		0
6. Total foreign exchange change in book/adjusted carrying value		0
7. Deduct current year's other than temporary impairment recognized		0
8. Deduct current year's depreciation	914,211	1,140,854
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8)	27,374,368	28,233,929
10. Deduct total nonadmitted amounts		0
11. Statement value at end of current period (Line 9 minus Line 10)	27,374,368	28,233,929

SCHEDULE B - VERIFICATION

Mortgage Loans

	1	2
	Year to Date	Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		
8. Deduct amortization of premium and mortgage interest point and commitment fees		
9. Total foreign exchange change in book value/recorded investment excluding accrued interest		
10. Deduct current year's other than temporary impairment recognized		
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)		
12. Total valuation allowance		
13. Subtotal (Line 11 plus Line 12)		
14. Deduct total nonadmitted amounts		
15. Statement value at end of current period (Line 13 minus Line 14)		

NONE

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	0	
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	615,027	0
2.2 Additional investment made after acquisition	2,619,335	0
3. Capitalized deferred interest and other		0
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		0
6. Total gain (loss) on disposals		0
7. Deduct amounts received on disposals		0
8. Deduct amortization of premium and depreciation		
9. Total foreign exchange change in book/adjusted carrying value		0
10. Deduct current year's other than temporary impairment recognized		0
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	3,234,362	0
12. Deduct total nonadmitted amounts		
13. Statement value at end of current period (Line 11 minus Line 12)	3,234,362	0

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	741,133,018	699,626,728
2. Cost of bonds and stocks acquired	79,117,362	245,725,688
3. Accrual of discount	280,549	430,897
4. Unrealized valuation increase (decrease)	(13,867,139)	24,538,067
5. Total gain (loss) on disposals	14,612,743	340,096
6. Deduct consideration for bonds and stocks disposed of	174,800,749	225,968,452
7. Deduct amortization of premium	2,014,334	3,560,006
8. Total foreign exchange change in book/adjusted carrying value		0
9. Deduct current year's other than temporary impairment recognized		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	644,461,450	741,133,018
11. Deduct total nonadmitted amounts	452,818	0
12. Statement value at end of current period (Line 10 minus Line 11)	644,008,632	741,133,018

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by NAIC Designation

NAIC Designation	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. NAIC 1 (a)	396,155,702	17,875,509	21,725,065	556,371	469,227,361	396,155,702	392,862,517	500,950,865
2. NAIC 2 (a)	53,567,521	2,963,650	595,051	(1,015,340)	66,615,472	53,567,521	54,920,780	61,052,639
3. NAIC 3 (a)	3,203,674	0	92,236	(59,163)	1,916,504	3,203,674	3,052,275	1,968,691
4. NAIC 4 (a)	950,390	0	22,194	(5,162)	986,257	950,390	923,034	994,856
5. NAIC 5 (a)	254,733	0	7,731	14,838	262,014	254,733	261,840	276,862
6. NAIC 6 (a)	0				0	0	0	0
7. Total Bonds	454,132,020	20,839,159	22,442,277	(508,456)	539,007,608	454,132,020	452,020,446	565,243,913
PREFERRED STOCK								
8. NAIC 1	0				0	0	0	0
9. NAIC 2	0				0	0	0	0
10. NAIC 3	0				0	0	0	0
11. NAIC 4	0				0	0	0	0
12. NAIC 5	0				0	0	0	0
13. NAIC 6	0				0	0	0	0
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	454,132,020	20,839,159	22,442,277	(508,456)	539,007,608	454,132,020	452,020,446	565,243,913

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$; NAIC 2 \$; NAIC 3 \$;
NAIC 4 \$; NAIC 5 \$; NAIC 6 \$

SCHEDULE DA - PART 1

Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year-to-Date	Paid for Accrued Interest Year-to-Date
9199999 Totals	10,783,967	xxx	10,783,967	3	

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	34,657,558	5,629,584
2. Cost of short-term investments acquired	109,433,622	288,811,898
3. Accrual of discount		0
4. Unrealized valuation increase (decrease)		0
5. Total gain (loss) on disposals		0
6. Deduct consideration received on disposals	133,307,213	259,783,924
7. Deduct amortization of premium		0
8. Total foreign exchange change in book/adjusted carrying value		0
9. Deduct current year's other than temporary impairment recognized		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	10,783,967	34,657,558
11. Deduct total nonadmitted amounts		0
12. Statement value at end of current period (Line 10 minus Line 11)	10,783,967	34,657,558

Schedule DB - Part A - Verification - Options, Caps, Floors, Collars, Swaps and Forwards
N O N E

Schedule DB - Part B - Verification - Futures Contracts
N O N E

Schedule DB - Part C - Section 1 - Replication (Synthetic Asset) Transactions (RSATs) Open
N O N E

Schedule DB-Part C-Section 2-Reconciliation of Replication (Synthetic Asset) Transactions Open
N O N E

Schedule DB - Verification - Book/Adjusted Carrying Value, Fair Value and Potential Exposure of
Derivatives
N O N E

Schedule E - Verification - Cash Equivalents
N O N E

Schedule A - Part 2 - Real Estate Acquired and Additions Made
N O N E

Schedule A - Part 3 - Real Estate Disposed
N O N E

Schedule B - Part 2 - Mortgage Loans Acquired
N O N E

Schedule B - Part 3 - Mortgage Loans Disposed, Transferred or Repaid
N O N E

Schedule BA - Part 2 - Other Long-Term Invested Assets Acquired
N O N E

Schedule BA - Part 3 - Other Long-Term Invested Assets Disposed, Transferred or Repaid
N O N E

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired During the Current Quarter

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
20451P-KN-5	COMPASS BANK 2.750% 09/29/19		09/24/2014	Citigroup Global Markets		967,750	970,000	0	2FE
86803U-AB-7	SUNTORY HOLDINGS LTD SERIES 144A 2.550	F	09/24/2014	Moss Lawson & Co Ltd		1,995,900	2,000,000	0	2FE
3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						2,963,650	2,970,000	0	XXX
8399997. Total - Bonds - Part 3						2,963,650	2,970,000	0	XXX
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX
8399999. Total - Bonds						2,963,650	2,970,000	0	XXX
8999997. Total - Preferred Stocks - Part 3						0	XXX	0	XXX
8999998. Total - Preferred Stocks - Part 5						XXX	XXX	XXX	XXX
8999999. Total - Preferred Stocks						0	XXX	0	XXX
921943-88-2	VANGUARD DEV MKT		09/23/2014	Direct	6,801,130	88,211		0	L
922040-10-0	VANGUARD Institutional Index Fund		09/19/2014	Direct	2,586,330	476,429		0	L
9299999. Subtotal - Common Stocks - Mutual Funds						564,640	XXX	0	XXX
9799997. Total - Common Stocks - Part 3						564,640	XXX	0	XXX
9799998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX
9799999. Total - Common Stocks						564,640	XXX	0	XXX
9899999. Total - Preferred and Common Stocks						564,640	XXX	0	XXX
9999999 - Totals						3,528,290	XXX	0	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues

STATEMENT AS OF SEPTEMBER 30, 2014 OF THE Harvard Pilgrim Health Care, Inc.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22				
CUSIP Ident- ification	Description	For- eign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid- eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	11	12	13	14	15	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Con- tractual Maturity Date	NAIC Desig- nation or Market In- dicator (a)				
										Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor- tization)/ Accretion	Current Year's Other Than Temporary Impairment Recogn- ized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value											
36225A-VP-2	GNMA SF POOL 780622 8.000% 08/15/27		09/01/2014	Paydown		.763	.763	.794	.786	.0	(.23)	.0	(.23)	.0	.763	.0	.0	.0	.38	08/15/2027	1				
36225B-CS-5	GNMA SF POOL 780992 8.000% 12/15/28		09/01/2014	Paydown		1,277	1,277	1,325	1,316	.0	(.39)	.0	(.39)	.0	1,277	.0	.0	.0	.67	12/15/2028	1				
36225B-TZ-1	GNMA SF POOL 781468 6.500% 07/15/32		09/01/2014	Paydown		.939	.939	.982	.978	.0	(.39)	.0	(.39)	.0	.939	.0	.0	.0	.41	07/15/2032	1				
36290R-X2-4	GNMA POOL 615497 5.000% 08/15/33		09/01/2014	Paydown		2,251	2,251	2,186	2,188	.0	.63	.0	.63	.0	2,251	.0	.0	.0	.74	08/15/2033	1				
36290S-GG-1	GNMA SF POOL 616571 6.500% 08/20/34		09/01/2014	Paydown		5,632	5,632	5,913	5,883	.0	(.251)	.0	(.251)	.0	5,632	.0	.0	.0	.226	08/20/2034	1				
36291L-RS-6	GNMA POOL 631497 5.500% 06/15/34		09/01/2014	Paydown		.165	.165	.165	.165	.0	.0	.0	.0	.0	.165	.0	.0	.0	.6	06/15/2034	1				
36295W-D4-6	GNMA SF POOL 682423 5.500% 05/15/38		09/01/2014	Paydown		22,370	22,370	22,639	22,630	.0	(.260)	.0	(.260)	.0	22,370	.0	.0	.0	.762	05/15/2038	1				
36297B-RT-0	GNMA SF POOL 707098 5.500% 01/15/39		09/01/2014	Paydown		.474	.474	.487	.487	.0	(.13)	.0	(.13)	.0	.474	.0	.0	.0	.17	01/15/2039	1				
38374F-RM-8	GNMA SERIES 2004-11 CLASS QE 5.000% 12		09/01/2014	Paydown		73,491	73,491	74,524	73,473	.0	.17	.0	.17	.0	73,491	.0	.0	.0	2,478	12/16/2032	1				
38374M-DX-4	GNMA SERIES 2005-75 CLASS DA 5.000% 07		09/01/2014	Paydown		60,125	60,125	65,612	64,651	.0	(4,526)	.0	(4,526)	.0	60,125	.0	.0	.0	2,027	07/16/2034	1				
38376T-DL-3	GNMA SERIES 2010-2 CLASS JH 5.000% 06/		09/01/2014	Paydown		101,702	101,702	110,346	105,282	.0	(3,580)	.0	(3,580)	.0	101,702	.0	.0	.0	3,363	06/20/2037	1				
38376T-XC-1	GNMA SERIES 2010-1 CLASS VG 4.500% 05/		09/01/2014	Paydown		41,861	41,861	46,047	45,027	.0	(3,166)	.0	(3,166)	.0	41,861	.0	.0	.0	1,256	05/20/2021	1				
38376W-ZC-2	GNMA SERIES 2010-15 CLASS VA 4.500% 07		09/01/2014	Paydown		77,167	77,167	84,751	81,379	.0	(4,212)	.0	(4,212)	.0	77,167	.0	.0	.0	2,316	07/20/2021	1				
62888X-AC-8	NCUA GUARANTEED NOTES SERIES 2010-C1 CLA		09/27/2014	Paydown		9,014	9,014	8,996	9,001	.0	.13	.0	.13	.0	9,014	.0	.0	.0	.165	10/29/2020	1				
831641-EC-5	SMALL BUSINESS ADMINISTRATION SERIES 200		08/01/2014	Paydown		32,942	32,942	32,942	32,942	.0	.0	.0	.0	.0	32,942	.0	.0	.0	1,400	08/10/2016	1				
831641-EF-8	SMALL BUSINESS ADMINISTRATION SERIES 200		08/01/2014	Paydown		13,750	13,750	13,750	13,750	.0	.0	.0	.0	.0	13,750	.0	.0	.0	.561	02/10/2017	1				
0599999. Subtotal - Bonds - U.S. Governments										443,923	443,923	471,459	459,938	.0	(16,016)	0	(16,016)	0	443,923	0	0	0	14,797	XXX	XXX
31287Y-AZ-7	FHLMC POOL C70924 6.500% 09/01/32		09/01/2014	Paydown		.805	.805	.832	.824	.0	(.19)	.0	(.19)	.0	.805	.0	.0	.0	.35	09/01/2032	1				
3128H3-4M-0	FHLMC POOL E96228 5.000% 05/01/18		09/01/2014	Paydown		6,786	6,786	6,799	6,787	.0	(.2)	.0	(.2)	.0	6,786	.0	.0	.0	.228	05/01/2018	1				
3128K6-4Q-0	FHLMC POOL A46231 5.000% 07/01/35		09/01/2014	Paydown		9,108	9,108	9,101	9,100	.0	.8	.0	.8	.0	9,108	.0	.0	.0	.294	07/01/2035	1				
3128K7-LH-5	FHLMC POOL A46535 5.000% 08/01/35		09/01/2014	Paydown		3,288	3,288	3,101	3,110	.0	.178	.0	.178	.0	3,288	.0	.0	.0	.110	08/01/2035	1				
3128LX-CR-9	FHLMC POOL G01880 5.000% 08/01/35		09/01/2014	Paydown		115,664	115,664	123,743	123,475	.0	(7,811)	.0	(7,811)	.0	115,664	.0	.0	.0	3,803	08/01/2035	1				
3128LY-FW-5	FHLMC POOL G01981 5.000% 12/01/35		09/01/2014	Paydown		8,293	8,293	7,838	7,859	.0	.435	.0	.435	.0	8,293	.0	.0	.0	.283	12/01/2035	1				
3128M6-G9-3	FHLMC POOL G04424 6.000% 06/01/38		09/01/2014	Paydown		8,277	8,277	8,255	8,255	.0	.22	.0	.22	.0	8,277	.0	.0	.0	.352	06/01/2038	1				
3128M6-RG-5	FHLMC POOL G04687 6.000% 09/01/38		09/01/2014	Paydown		16,218	16,218	16,352	16,346	.0	(.128)	.0	(.128)	.0	16,218	.0	.0	.0	.646	09/01/2038	1				
3128MC-EQ-4	FHLMC POOL G13543 5.000% 12/01/19		09/01/2014	Paydown		13,588	13,588	14,184	14,037	.0	(.449)	.0	(.449)	.0	13,588	.0	.0	.0	.449	12/01/2019	1				
3128MJ-CT-5	FHLMC POOL G08081 6.000% 09/01/35		09/01/2014	Paydown		8,839	8,839	9,015	9,008	.0	(.169)	.0	(.169)	.0	8,839	.0	.0	.0	.334	09/01/2035	1				
312911-GW-4	FHLMC REMIC SERIES 1343 CLASS LA 8.000		09/01/2014	Paydown		8,847	8,847	9,418	9,226	.0	(.378)	.0	(.378)	.0	8,847	.0	.0	.0	.476	08/15/2022	1				
312927-QZ-2	FHLMC POOL A81372 6.000% 08/01/38		09/01/2014	Paydown		3,795	3,795	3,785	3,785	.0	.9	.0	.9	.0	3,795	.0	.0	.0	.134	08/01/2038	1				
31292H-ZE-3	FHLMC POOL C01673 5.000% 11/01/33		09/01/2014	Paydown		2,640	2,640	2,638	2,637	.0	.3	.0	.3	.0	2,640	.0	.0	.0	.89	11/01/2033	1				
31292H-YT-5	FHLMC POOL C01622 5.000% 09/01/33		09/01/2014	Paydown		8,360	8,360	8,067	8,082	.0	.277	.0	.277	.0	8,360	.0	.0	.0	.278	09/01/2033	1				
31292J-BG-4	FHLMC POOL C01839 5.000% 05/01/34		09/01/2014	Paydown		3,274	3,274	3,134	3,141	.0	.133	.0	.133	.0	3,274	.0	.0	.0	.108	05/01/2034	1				
31294K-ZM-0	FHLMC POOL E01648 5.500% 05/01/19		09/01/2014	Paydown		11,141	11,141	11,347	11,256	.0	(.115)	.0	(.115)	.0	11,141	.0	.0	.0	.406	05/01/2019	1				
312967-WH-7	FHLMC POOL B15385 5.000% 06/01/19		09/01/2014	Paydown		8,857	8,857	8,834	8,837	.0	.20	.0	.20	.0	8,857	.0	.0	.0	.268	06/01/2019	1				
31296J-WJ-1	FHLMC POOL A10649 5.500% 06/01/33		09/01/2014	Paydown		25,151	25,151	25,013	25,020	.0	.131	.0	.131	.0	25,151	.0	.0	.0	.955	06/01/2033	1				
31296Q-NM-8	FHLMC POOL A15796 6.000% 11/01/33		09/01/2014	Paydown		.55	.55	.57	.56	.0	(.2)	.0	(.2)	.0	.55	.0	.0	.0	.2	11/01/2033	1				
31296S-M2-9	FHLMC POOL A17577 5.500% 01/01/34		09/01/2014	Paydown		1,495	1,495	1,527	1,525	.0	(.30)	.0	(.30)	.0	1,495	.0	.0	.0	.55	01/01/2034	1				
31296W-5K-9	FHLMC POOL A20850 5.000% 04/01/34		09/01/2014	Paydown		.397	.397	.393	.393	.0	.4	.0	.4	.0	.397	.0	.0	.0	.13	04/01/2034	1				
31296X-QL-2	FHLMC POOL A21359 6.000% 04/01/34		09/01/2014	Paydown		2,015	2,015	2,051	2,048	.0	(.32)	.0	(.32)	.0	2,015	.0	.0	.0	.73	04/01/2034	1				
312970-DB-9	FHLMC POOL B17298 5.000% 11/01/19		09/01/2014	Paydown		3,119	3,119	3,172	3,148	.0	(.28)	.0	(.28)	.0	3,119	.0	.0	.0	.103	11/01/2019	1				
31297M-H5-0	FHLMC POOL A32052 5.500% 04/01/35		09/01/2014	Paydown		18,252	18,252	18,415	18,404	.0	(.152)	.0	(.152)	.0	18,252	.0	.0	.0	.663	04/01/2035	1				
31297T-4H-3	FHLMC POOL A38024 5.000% 10/01/35		09/01/2014	Paydown		16,021	16,021	15,464	15,484	.0	.538	.0	.538	.0	16,021	.0	.0	.0	.521	10/01/2035	1				
31297U-VC-1	FHLMC POOL A38711 5.500% 02/01/35		09/01/2014	Paydown		4,229	4,229	4,131	4,137	.0	.92	.0	.92	.0</											

STATEMENT AS OF SEPTEMBER 30, 2014 OF THE Harvard Pilgrim Health Care, Inc.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Ident-ification	Description	For-eign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid-eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor-tization)/ Accretion	Other Than Temporary Impairment Recogn-ized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Con-tractual Maturity Date	NAIC Desig-nation or Market In-dicator (a)
3136A8-86-8	FNMA SERIES 2012-113 CLASS AP 4.000% 0		09/01/2014	Paydown		56,257	56,257	62,260	60,844	.0	(4,587)	.0	(4,587)	.0	56,257	.0	.0	.0	1,503	07/25/2041	1
3136A8-25-2	FNMA SERIES 2012-113 CLASS HA 3.000% 0		09/01/2014	Paydown		89,296	89,296	95,351	94,248	.0	(4,952)	.0	(4,952)	.0	89,296	.0	.0	.0	1,767	06/25/2041	1
3136AB-H3-0	FNMA SERIES 2013-5 CLASS MP 3.500% 02/		09/01/2014	Paydown		84,751	84,751	92,432	91,706	.0	(6,955)	.0	(6,955)	.0	84,751	.0	.0	.0	1,975	02/25/2043	1
3136AB-JH-7	FNMA SERIES 2012-144 CLASS PD 3.500% 0		09/01/2014	Paydown		128,840	128,840	141,079	140,482	.0	(11,642)	.0	(11,642)	.0	128,840	.0	.0	.0	2,995	04/25/2042	1
3136AC-F9-7	FANNIE MAE SERIES 2013-13 CLASS MA 4.0		09/01/2014	Paydown		49,991	49,991	55,201	54,973	.0	(4,982)	.0	(4,982)	.0	49,991	.0	.0	.0	1,336	01/25/2043	1
3136AD-HB-8	FANNIE MAE SERIES 2013-31 CLASS GK 3.5		09/01/2014	Paydown		47,112	47,112	49,869	49,762	.0	(2,649)	.0	(2,649)	.0	47,112	.0	.0	.0	1,068	07/25/2038	1
3136AD-K6-5	FANNIE MAE SERIES 2013-40 CLASS DK 3.5		09/01/2014	Paydown		83,468	83,468	88,300	88,101	.0	(4,634)	.0	(4,634)	.0	83,468	.0	.0	.0	1,990	06/25/2037	1
3136AD-LC-1	FANNIE MAE SERIES 2013-29 CLASS JA 3.5		09/01/2014	Paydown		134,222	134,222	144,194	142,957	.0	(8,735)	.0	(8,735)	.0	134,222	.0	.0	.0	3,118	01/25/2043	1
3136AE-2C-0	FANNIE MAE SERIES 2013-70 CLASS LA 3.5		09/01/2014	Paydown		132,383	132,383	139,539	139,145	.0	(6,762)	.0	(6,762)	.0	132,383	.0	.0	.0	3,070	10/25/2037	1
3136AF-CX-0	FANNIE MAE SERIES 2013-72 CLASS LY 3.5		09/01/2014	Paydown		128,562	128,562	136,275	135,853	.0	(7,291)	.0	(7,291)	.0	128,562	.0	.0	.0	2,856	08/25/2041	1
3136AF-SP-0	FANNIE MAE SERIES 2013-73 CLASS BA 3.5		09/01/2014	Paydown		134,455	134,455	141,798	141,377	.0	(6,922)	.0	(6,922)	.0	134,455	.0	.0	.0	3,084	10/25/2037	1
3136AF-TV-6	FANNIE MAE SERIES 2013-73 CLASS TK 3.5		09/01/2014	Paydown		120,625	120,625	127,712	127,470	.0	(6,845)	.0	(6,845)	.0	120,625	.0	.0	.0	2,813	09/25/2042	1
31371K-LJ-8	FNMA POOL 254229 6.500% 02/01/22		09/01/2014	Paydown		1,212	1,212	1,255	1,243	.0	(31)	.0	(31)	.0	1,212	.0	.0	.0	53	02/01/2022	1
31371K-R3-7	FNMA POOL 254406 6.500% 08/01/32		09/01/2014	Paydown		2,137	2,137	2,204	2,199	.0	(63)	.0	(63)	.0	2,137	.0	.0	.0	92	08/01/2032	1
31371L-6D-6	FNMA POOL 255668 5.500% 03/01/25		09/01/2014	Paydown		27,061	27,061	27,480	27,406	.0	(345)	.0	(345)	.0	27,061	.0	.0	.0	1,006	03/01/2025	1
31371L-QX-0	FNMA POOL 255270 4.500% 06/01/24		09/01/2014	Paydown		21,940	21,940	21,422	21,479	.0	461	.0	461	.0	21,940	.0	.0	.0	677	06/01/2024	1
31371L-SJ-9	FNMA POOL 255321 5.500% 07/01/24		09/01/2014	Paydown		27,713	27,713	28,121	28,041	.0	(327)	.0	(327)	.0	27,713	.0	.0	.0	975	07/01/2024	1
31371L-XW-4	FNMA POOL 255493 5.500% 11/01/24		09/01/2014	Paydown		9,085	9,085	9,301	9,263	.0	(178)	.0	(178)	.0	9,085	.0	.0	.0	328	11/01/2024	1
31371M-AN-7	FNMA POOL 255713 4.500% 04/01/25		09/01/2014	Paydown		14,297	14,297	13,960	13,991	.0	306	.0	306	.0	14,297	.0	.0	.0	402	04/01/2025	1
31371M-MM-6	FNMA POOL 256064 5.500% 01/01/26		09/01/2014	Paydown		29,841	29,841	29,757	29,755	.0	87	.0	87	.0	29,841	.0	.0	.0	1,084	01/01/2026	1
313740-LE-3	FHLMC SERIES 3695 CLASS WA 4.500% 09/1		09/01/2014	Paydown		57,986	57,986	61,393	59,532	.0	(1,546)	.0	(1,546)	.0	57,986	.0	.0	.0	1,746	09/15/2035	1
313745-NY-6	FHLMC SERIES 3795 CLASS VA 4.000% 03/1		09/01/2014	Paydown		61,546	61,546	64,258	62,892	.0	(1,347)	.0	(1,347)	.0	61,546	.0	.0	.0	1,642	03/15/2022	1
31374B-MQ-1	FHLMC SERIES 3880 CLASS GA 4.000% 12/1		09/01/2014	Paydown		115,345	115,345	124,248	122,683	.0	(7,338)	.0	(7,338)	.0	115,345	.0	.0	.0	3,018	12/15/2040	1
31374H-AH-1	FREDDIE MAC SERIES 3965 CLASS GA 4.500		09/01/2014	Paydown		84,956	84,956	93,286	91,464	.0	(6,508)	.0	(6,508)	.0	84,956	.0	.0	.0	2,547	01/15/2040	1
31374H-GR-3	FREDDIE MAC SERIES 3959 CLASS MA 4.500		09/01/2014	Paydown		91,700	91,700	102,475	101,338	.0	(9,638)	.0	(9,638)	.0	91,700	.0	.0	.0	2,751	11/15/2041	1
31374K-BG-5	FREDDIE MAC SERIES 3986 CLASS M 4.500%		09/01/2014	Paydown		71,987	71,987	79,096	77,467	.0	(5,479)	.0	(5,479)	.0	71,987	.0	.0	.0	2,209	09/15/2041	1
31374S-CD-4	FREDDIE MAC SERIES 4077 CLASS MP 4.000		09/01/2014	Paydown		88,606	88,606	94,974	94,792	.0	(6,186)	.0	(6,186)	.0	88,606	.0	.0	.0	2,366	08/15/2040	1
31374T-EW-8	FHLMC SERIES 4091 CLASS KC 3.000% 08/1		09/01/2014	Paydown		220,669	220,669	234,185	233,583	.0	(12,914)	.0	(12,914)	.0	220,669	.0	.0	.0	4,439	08/15/2040	1
31374X-GN-7	FHLMC SERIES 4146 CLASS PL 3.500% 12/1		09/01/2014	Paydown		72,094	72,094	78,943	77,924	.0	(5,830)	.0	(5,830)	.0	72,094	.0	.0	.0	1,664	12/15/2041	1
31374X-XS-7	FHLMC SERIES 4159 CLASS LA 3.500% 02/1		09/01/2014	Paydown		57,981	57,981	63,299	62,979	.0	(4,998)	.0	(4,998)	.0	57,981	.0	.0	.0	1,374	02/15/2040	1
31374Y-HJ-8	FREDDIE MAC SERIES 4162 CLASS P 3.000%		09/01/2014	Paydown		208,751	208,751	223,363	222,337	.0	(13,587)	.0	(13,587)	.0	208,751	.0	.0	.0	4,181	02/15/2033	1
3137B0-PJ-7	FREDDIE MAC SERIES 4176 CLASS HA 4.000		09/01/2014	Paydown		119,253	119,253	131,569	131,124	.0	(11,871)	.0	(11,871)	.0	119,253	.0	.0	.0	3,184	12/15/2042	1
3137B3-BG-2	FREDDIE MAC SERIES 4234 CLASS GA 4.000		09/01/2014	Paydown		102,644	102,644	108,482	108,196	.0	(5,552)	.0	(5,552)	.0	102,644	.0	.0	.0	2,694	08/15/2039	1
31385W-X7-9	FNMA POOL 555202 6.500% 01/01/33		09/01/2014	Paydown		2,073	2,073	2,147	2,142	.0	(69)	.0	(69)	.0	2,073	.0	.0	.0	87	01/01/2033	1
31385X-EC-7	FNMA POOL 555531 5.500% 06/01/33		09/01/2014	Paydown		27,385	27,385	27,283	27,282	.0	103	.0	103	.0	27,385	.0	.0	.0	1,002	06/01/2033	1
31385X-O9-1	FNMA POOL 555880 5.500% 11/01/33		09/01/2014	Paydown		23,896	23,896	23,758	23,760	.0	136	.0	136	.0	23,896	.0	.0	.0	869	11/01/2033	1
3138E9-KC-3	FNMA POOL AK4790 3.000% 03/01/27		09/01/2014	Paydown		284,295	284,295	304,196	302,872	.0	(18,577)	.0	(18,577)	.0	284,295	.0	.0	.0	5,520	03/01/2027	1
3138EJ-B8-0	FNMA POOL AL1862 3.000% 04/01/27		09/01/2014	Paydown		144,249	144,249	154,369	153,636	.0	(9,387)	.0	(9,387)	.0	144,249	.0	.0	.0	2,848	04/01/2027	1
3138EJ-CP-1	FNMA POOL AL1877 3.000% 06/01/27		09/01/2014	Paydown		49,634	49,634	53,092	52,859	.0	(3,225)	.0	(3,225)	.0	49,634	.0	.0	.0	990	06/01/2027	1
3138LX-7H-6	FNMA POOL A07195 3.000% 09/01/27		09/01/2014	Paydown		105,056	105,056	111,097	110,810	.0	(5,755)	.0	(5,755)	.0	105,056	.0	.0	.0	2,002	09/01/2027	1
3138ML-G6-5	FNMA POOL A04720 3.000% 11/01/27		09/01/2014	Paydown		92,286	92,286	97,707	97,394	.0	(5,108)	.0	(5,108)	.0	92,286	.0	.0	.0	1,822	11/01/2027	1
3138W9-TV-2	FANNIE MAE POOL AS0563 4.500% 09/01/43		09/01/2014	Paydown		162,438	162,438	173,													

STATEMENT AS OF SEPTEMBER 30, 2014 OF THE Harvard Pilgrim Health Care, Inc.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Ident-ification	Description	For-foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid-eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor-tization)/ Accretion	Current Year's Other Than Temporary Impairment Recogn-ized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Con-tractual Maturity Date	NAIC Desig-nation or Market In-dicator (a)
31396J-2L-8	FHLMC REFERENCE REMIC SERIES 3127 CLASS		09/01/2014	Paydown		18,652	18,652	18,191	18,475	.0	.177	.0	.177	.0	18,652	.0	.0	.0	.696	03/15/2026	1
31397Q-4A-3	FNMA SERIES 2010-149 CLASS L 4.500% 04		09/01/2014	Paydown		156,205	156,205	166,749	164,367	.0	(8,162)	.0	(8,162)	.0	156,205	.0	.0	.0	4,642	04/25/2038	1
31398F-N2-3	FNMA SERIES 2009-87 CLASS KA 4.500% 09		09/01/2014	Paydown		146,056	146,056	152,035	148,114	.0	(2,058)	.0	(2,058)	.0	146,056	.0	.0	.0	4,357	09/25/2023	1
31398P-Y4-5	FNMA SERIES 2010-39 CLASS PA 5.000% 06		09/01/2014	Paydown		99,605	99,605	106,282	102,512	.0	(2,907)	.0	(2,907)	.0	99,605	.0	.0	.0	3,313	06/25/2038	1
31398R-2D-6	FNMA SERIES 2010-80 CLASS AD 5.000% 03		09/01/2014	Paydown		155,377	155,377	170,915	169,170	.0	(13,793)	.0	(13,793)	.0	155,377	.0	.0	.0	5,102	03/25/2039	1
31398V-LX-2	FHLMC SERIES 3656 CLASS TA 5.000% 10/1		09/01/2014	Paydown		56,142	56,142	59,754	56,897	.0	(755)	.0	(755)	.0	56,142	.0	.0	.0	1,880	10/15/2036	1
31400S-SD-2	FNMA POOL 696316 5.500% 03/01/33		09/01/2014	Paydown		78,826	78,826	78,308	78,319	.0	.506	.0	.506	.0	78,826	.0	.0	.0	2,814	03/01/2033	1
31401A-L6-2	FNMA POOL 702449 6.000% 06/01/33		09/01/2014	Paydown		.719	.719	.742	.740	.0	(21)	.0	(21)	.0	.719	.0	.0	.0	.29	06/01/2033	1
31401A-MG-9	FNMA POOL 702459 5.500% 06/01/33		09/01/2014	Paydown		31,010	31,010	30,816	30,820	.0	.190	.0	.190	.0	31,010	.0	.0	.0	1,110	06/01/2033	1
31401H-3M-2	FNMA POOL 709204 5.500% 07/01/33		09/01/2014	Paydown		4,444	4,444	4,551	4,542	.0	(98)	.0	(98)	.0	4,444	.0	.0	.0	.175	07/01/2033	1
31401W-G6-0	FNMA POOL 720321 4.500% 07/01/18		09/01/2014	Paydown		5,028	5,028	5,114	5,068	.0	(40)	.0	(40)	.0	5,028	.0	.0	.0	.150	07/01/2018	1
31402C-4J-8	FNMA POOL 725425 5.500% 04/01/34		09/01/2014	Paydown		11,309	11,309	11,313	11,311	.0	(2)	.0	(2)	.0	11,309	.0	.0	.0	.417	04/01/2034	1
31402C-PL-0	FNMA POOL 725027 5.000% 11/01/33		09/01/2014	Paydown		24,114	24,114	23,123	23,164	.0	.950	.0	.950	.0	24,114	.0	.0	.0	.805	11/01/2033	1
31402C-U6-7	FNMA POOL 725205 5.000% 03/01/34		09/01/2014	Paydown		42,620	42,620	41,188	41,245	.0	1,375	.0	1,375	.0	42,620	.0	.0	.0	1,418	03/01/2034	1
31402C-VP-4	FNMA POOL 725222 5.500% 02/01/34		09/01/2014	Paydown		10,186	10,186	10,028	10,033	.0	.153	.0	.153	.0	10,186	.0	.0	.0	.373	02/01/2034	1
31402D-QQ-6	FNMA POOL 725963 6.000% 10/01/22		09/01/2014	Paydown		.953	.953	.973	.968	.0	(15)	.0	(15)	.0	.953	.0	.0	.0	.38	10/01/2022	1
31402F-EG-6	FNMA POOL 727435 4.500% 07/01/18		09/01/2014	Paydown		2,207	2,207	2,206	2,204	.0	.3	.0	.3	.0	2,207	.0	.0	.0	.64	07/01/2018	1
31402F-EJ-0	FNMA POOL 727437 4.500% 07/01/18		09/01/2014	Paydown		3,820	3,820	3,818	3,814	.0	.6	.0	.6	.0	3,820	.0	.0	.0	.119	07/01/2018	1
31402M-LC-2	FNMA POOL 733023 4.500% 08/01/18		09/01/2014	Paydown		12,595	12,595	12,075	12,252	.0	.343	.0	.343	.0	12,595	.0	.0	.0	.380	08/01/2018	1
31402Q-BT-3	FNMA POOL 735382 5.000% 04/01/35		09/01/2014	Paydown		57,475	57,475	60,825	60,775	.0	(3,300)	.0	(3,300)	.0	57,475	.0	.0	.0	1,922	04/01/2035	1
31402Q-WA-5	FNMA POOL 735141 5.500% 01/01/35		09/01/2014	Paydown		14,990	14,990	14,861	14,865	.0	.126	.0	.126	.0	14,990	.0	.0	.0	.551	01/01/2035	1
31402Q-Y3-9	FNMA POOL 735230 5.500% 02/01/35		09/01/2014	Paydown		15,103	15,103	15,087	15,085	.0	.18	.0	.18	.0	15,103	.0	.0	.0	.556	02/01/2035	1
31402R-FU-8	FNMA POOL 735579 5.000% 06/01/35		09/01/2014	Paydown		141,878	141,878	150,146	150,033	.0	(8,156)	.0	(8,156)	.0	141,878	.0	.0	.0	4,724	06/01/2035	1
31403B-VY-6	FNMA POOL 744131 6.500% 12/01/24		09/01/2014	Paydown		10,047	10,047	10,472	10,381	.0	(334)	.0	(334)	.0	10,047	.0	.0	.0	.436	12/01/2024	1
31403C-6L-0	FNMA POOL 745275 5.000% 02/01/36		09/01/2014	Paydown		3,712	3,712	3,588	3,592	.0	.119	.0	.119	.0	3,712	.0	.0	.0	.124	02/01/2036	1
31403C-XZ-9	FNMA POOL 745096 5.500% 11/01/34		09/01/2014	Paydown		39,985	39,985	39,835	39,835	.0	.150	.0	.150	.0	39,985	.0	.0	.0	1,468	11/01/2034	1
31403D-BD-0	FNMA POOL 745336 5.000% 03/01/36		09/01/2014	Paydown		101,154	101,154	108,756	108,484	.0	(7,330)	.0	(7,330)	.0	101,154	.0	.0	.0	3,353	03/01/2036	1
31403H-J5-0	FNMA POOL 749184 6.000% 10/01/33		09/01/2014	Paydown		4,426	4,426	4,561	4,549	.0	(124)	.0	(124)	.0	4,426	.0	.0	.0	.197	10/01/2033	1
31403K-JU-4	FNMA POOL 750977 4.500% 11/01/33		09/01/2014	Paydown		5,336	5,336	5,151	5,160	.0	.177	.0	.177	.0	5,336	.0	.0	.0	.163	11/01/2033	1
31403R-PE-2	FNMA POOL 755621 5.500% 01/01/34		09/01/2014	Paydown		17,226	17,226	17,565	17,542	.0	(316)	.0	(316)	.0	17,226	.0	.0	.0	.632	01/01/2034	1
31404B-QV-7	FNMA POOL 763768 5.500% 01/01/34		09/01/2014	Paydown		.592	.592	.606	.605	.0	(13)	.0	(13)	.0	.592	.0	.0	.0	.22	01/01/2034	1
31404H-6Q-7	FNMA POOL 769579 5.000% 04/01/34		09/01/2014	Paydown		.537	.537	.531	.531	.0	.6	.0	.6	.0	.537	.0	.0	.0	.18	04/01/2034	1
31404J-SC-0	FNMA POOL 770115 5.000% 03/01/34		09/01/2014	Paydown		13,474	13,474	13,497	13,492	.0	(18)	.0	(18)	.0	13,474	.0	.0	.0	.475	03/01/2034	1
31404P-2L-4	FNMA POOL 774879 5.500% 04/01/34		09/01/2014	Paydown		12,094	12,094	11,901	11,908	.0	.186	.0	.186	.0	12,094	.0	.0	.0	.443	04/01/2034	1
31404Q-WP-0	FNMA POOL 775654 5.000% 05/01/19		09/01/2014	Paydown		7,163	7,163	7,169	7,151	.0	.12	.0	.12	.0	7,163	.0	.0	.0	.256	05/01/2019	1
31404X-SN-5	FNMA POOL 781825 5.500% 12/01/34		09/01/2014	Paydown		37,248	37,248	36,410	36,442	.0	.806	.0	.806	.0	37,248	.0	.0	.0	1,373	12/01/2034	1
31405C-L7-2	FNMA POOL 785250 4.500% 07/01/19		09/01/2014	Paydown		14,748	14,748	14,764	14,735	.0	.13	.0	.13	.0	14,748	.0	.0	.0	.441	07/01/2019	1
31405P-NR-7	FNMA POOL 795200 5.500% 10/01/34		09/01/2014	Paydown		10,750	10,750	10,929	10,918	.0	(168)	.0	(168)	.0	10,750	.0	.0	.0	.401	10/01/2034	1
31405Q-RE-0	FNMA POOL 796185 5.500% 11/01/34		09/01/2014	Paydown		2,638	2,638	2,667	2,665	.0	(27)	.0	(27)	.0	2,638	.0	.0	.0	.91	11/01/2034	1
31405Q-UH-9	FNMA POOL 796284 5.000% 12/01/34		09/01/2014	Paydown		2,214	2,214	2,158	2,160	.0	.54	.0	.54	.0	2,214	.0	.0	.0	.74	12/01/2034	1
31405Q-WF-1	FNMA POOL 796346 5.500% 10/01/34		09/01/2014	Paydown		13,798	13,798	13,462	13,475	.0	.323	.0	.323	.0	13,798	.0	.0	.0	.445	10/01/2034	1
31405R-AM-8	FNMA POOL 796612 5.500% 10/01/34		09/01/2014	Paydown		3,210	3,210	3,270	3,266	.0	(57)	.0	(57)	.0	3,210	.0	.0	.0	.110	10/01/2034	1
31405S-CP-7	FNMA POOL 797578 5.500% 06/01																				

STATEMENT AS OF SEPTEMBER 30, 2014 OF THE Harvard Pilgrim Health Care, Inc.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Ident-ification	Description	For-ign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid-eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor-tization)/ Accretion	Other Than Temporary Impairment Recogn-ized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Con-tractual Maturity Date	NAIC Design-ation or Market In-dicator (a)
31412A-E6-7	FNMA POOL 919157 6.500% 04/01/37		09/01/2014	Paydown		6,492	6,492	6,599	6,593		(101)	0	(101)	0	6,492	0	0	0	248	04/01/2037	1
31415B-JT-7	FNMA POOL 981874 6.000% 07/01/38		09/01/2014	Paydown		31,284	31,284	31,749	31,725		(441)	0	(441)	0	31,284	0	0	0	1,403	07/01/2038	1
31415R-UX-0	FNMA POOL 987198 6.000% 07/01/38		09/01/2014	Paydown		2,077	2,077	2,108	2,106		(29)	0	(29)	0	2,077	0	0	0	83	07/01/2038	1
31417C-HH-1	FNMA POOL ABS631 3.000% 07/01/27		09/01/2014	Paydown		57,794	57,794	61,903	61,648		(3,854)	0	(3,854)	0	57,794	0	0	0	1,183	07/01/2027	1
31417C-QJ-7	FNMA POOL ABS856 3.000% 08/01/27		09/01/2014	Paydown		80,124	80,124	85,758	85,420		(5,296)	0	(5,296)	0	80,124	0	0	0	1,599	08/01/2027	1
31418M-WR-9	FNMA POOL AD0655 4.500% 04/01/37		09/01/2014	Paydown		43,414	43,414	45,625	45,556	0	(2,142)	0	(2,142)	0	43,414	0	0	0	1,306	04/01/2037	1
3199999	Subtotal - Bonds - U.S. Special Revenues					8,258,024	8,258,024	8,685,943	8,611,691	0	(353,669)	0	(353,669)	0	8,258,024	0	0	0	237,987	XXX	XXX
02005M-AE-2	ALLY AUTO RECEIVABLES TRUST SERIES 2010-		07/15/2014	Paydown		95,268	95,268	96,090	95,348		(80)	0	(80)	0	95,268	0	0	0	861	08/17/2015	1FE
02005P-AD-7	ALLY AUTO RECEIVABLES TRUST SERIES 2010-		09/15/2014	Paydown		193,539	193,539	193,504	193,531	0	8	0	8	0	193,539	0	0	0	1,730	12/15/2015	1FE
026874-CS-4	AMERICAN INTL GROUP INC 3.800% 03/22/1		07/31/2014	Call 106.5360		628,562	590,000	588,802	589,175		142	0	142	0	589,317	0	39,245	39,245	19,244	03/22/2017	2FE
05948X-TL-5	BANK OF AMERICA MORTGAGE SEC SERIES 2003		09/01/2014	Paydown		3,841	3,841	3,755	3,760	0	81	0	81	0	3,841	0	0	0	71	09/25/2033	1FM
059497-AX-5	BANC OF AMERICA COMM MTGE INC SERIES 200		09/01/2014	Paydown		136,363	136,363	134,691	135,573	0	791	0	791	0	136,363	0	0	0	5,575	01/15/2049	1FM
07388N-AE-6	BEAR STEARNS COMMERCIAL MORTG SERIES 200		09/01/2014	Paydown		8,223	8,223	8,894	8,450	0	(227)	0	(227)	0	8,223	0	0	0	304	10/12/2041	1FM
07388Y-AB-8	BEAR STEARNS COMMERCIAL MORTG SERIES 200		09/01/2014	Paydown		584	584	540	569	0	15	0	15	0	584	0	0	0	27	06/11/2040	1FM
07388Y-AD-4	BEAR STEARNS COMMERCIAL MORTG SERIES 200		09/01/2014	Paydown		64,999	64,999	64,867	64,888	0	110	0	110	0	64,999	0	0	0	2,642	10/11/2016	1FM
	Redemption 100.0000																				
126650-BP-4	CVS CAREMARK CORP 6.036% 12/10/28		09/10/2014			4,361	4,361	4,361	4,361	0	0	0	0	0	4,361	0	0	0	176	12/10/2028	2FE
12667F-RY-3	COUNTRYWIDE ALTERNATIVE LN TR SERIES 200		09/01/2014	Paydown		4,285	4,285	4,415	4,232	149	(96)	0	53	0	4,285	0	0	0	167	10/25/2034	3FM
134429-AU-3	CAMPBELL SOUP COMPANY 3.375% 08/15/14		08/15/2014	Maturity		640,000	640,000	639,642	639,940	0	60	0	60	0	640,000	0	0	0	21,600	08/15/2014	1FE
152314-JQ-4	CENTEX HOME EQUITY SERIES 2004-B CLASS A		09/30/2014	Paydown		(7,083)	(7,083)	(7,083)	(7,083)	0	0	0	0	0	(7,083)	0	0	0	(1,901)	03/25/2034	1FM
17307G-FQ-6	CITIGROUP MORTGAGE LOAN TRUST SERIES 200		09/01/2014	Paydown		39,732	39,732	40,918	40,631	0	(899)	0	(899)	0	39,732	0	0	0	1,692	07/25/2034	3FM
17307G-GY-8	CITIGROUP MORTGAGE LOAN TRUST SERIES 200		09/01/2014	Paydown		1,988	1,988	2,049	2,041	0	(53)	0	(53)	0	1,988	0	0	0	91	08/25/2034	3FM
17310M-AD-2	CITIGROUP COMMERCIAL MORT. TR. SERIES 20		09/01/2014	Paydown		84,784	84,784	85,206	84,646	0	138	0	138	0	84,784	0	0	0	3,047	10/15/2049	1FM
22540V-2X-9	CS FIRST BOSTON MORTG SEC CORP SERIES 20		09/01/2014	Paydown		1,373	1,373	1,428	1,414	0	(41)	0	(41)	0	1,373	0	0	0	72	06/25/2032	2FM
22541S-V3-9	CS FIRST BOSTON MORTG SEC CORP SERIES 200		09/01/2014	Paydown		12,954	12,954	13,300	13,209	0	(255)	0	(255)	0	12,954	0	0	0	495	12/25/2034	3FM
294751-EY-4	EQUITY ONE ABS INC SERIES 2004-3 CLASS A		09/25/2014	Paydown		124	124	125	125	0	0	0	0	0	124	0	0	0	0	07/25/2034	1FM
46625H-BV-1	JP MORGAN CHASE & CO 5.125% 09/15/14		09/15/2014	Maturity		500,000	500,000	483,005	498,149	0	1,851	0	1,851	0	500,000	0	0	0	25,625	09/15/2014	1FE
46628F-AC-5	JP MGN CHASE COM MTGE SEC CORP SERIES 20		08/01/2014	Paydown		23,447	23,447	23,753	23,404	0	43	0	43	0	23,447	0	0	0	1,042	04/15/2045	1FM
52108H-3F-9	LB-UBS COMMERCIAL MORTG TR SERIES 2005-C		09/11/2014	Paydown		86,915	86,915	86,670	86,848	0	66	0	66	0	86,915	0	0	0	3,133	04/15/2030	1FM
55263X-Q2-8	MASTR ASSET SECURITIZATION TR SERIES 200		09/01/2014	Paydown		4,192	4,192	4,203	4,201	0	(9)	0	(9)	0	4,192	0	0	0	159	10/25/2033	1FM
576434-NV-2	MASTR ALTERNATIVE LOANS TRUST SERIES 200		09/01/2014	Paydown		5,943	5,943	6,223	6,152	0	(209)	0	(209)	0	5,943	0	0	0	251	04/25/2034	4FM
576434-PB-4	MASTR ALTERNATIVE LOANS TRUST SERIES 200		09/01/2014	Paydown		114	114	120	119	0	(5)	0	(5)	0	114	0	0	0	5	04/25/2034	1FM
576434-RH-9	MASTR ALTERNATIVE LOANS TRUST SERIES 200		09/01/2014	Paydown		982	982	1,023	1,013	0	(31)	0	(31)	0	982	0	0	0	43	06/25/2034	3FM
576434-RL-0	MASTR ALTERNATIVE LOANS TRUST SERIES 200		09/01/2014	Paydown		6,844	6,844	7,015	6,982	0	(2)	0	(2)	0	6,981	0	(137)	(137)	320	06/25/2034	1FM
59020U-IM-3	MERRILL LYNCH MTG INVESTORS SERIES 2004-		09/01/2014	Paydown		4,040	4,040	4,058	4,056	0	(16)	0	(16)	0	4,040	0	0	0	57	12/25/2034	1FM
65538P-AD-0	NOMURA ASSET ACCEPTANCE CORP SERIES 2007		09/01/2014	Paydown		7,741	7,741	7,741	7,501	230	1	0	231	0	7,731	0	10	10	275	03/25/2047	5FM
68403B-AE-5	OPTION ONE MORTGAGE LOAN TRUST SERIES 20		09/01/2014	Paydown		16,271	16,271	16,271	14,690	1,567	(7)	0	1,560	0	16,251	0	20	20	465	03/25/2037	4FM
69361Y-AH-6	PSE&G TRANSITION FUNDING LLC SERIES 2001		09/15/2014	Paydown		110,682	110,682	127,501	113,689	0	(3,007)	0	(3,007)	0	110,682	0	0	0	5,719	12/15/2017	1FE
75970N-BD-8	RENAISSANCE HOME EQUITY LOAN T SERIES 20		09/01/2014	Paydown		4,909	4,909	4,833	4,871	0	38	0	38	0	4,909	0	0	0	162	11/25/2035	1FM
759950-CT-3	RENAISSANCE HOME EQUITY LOAN T SERIES 20		09/01/2014	Paydown		12,651	12,651	12,613	12,610	0	(1)	0	(1)	0	12,609	0	42	42	411	07/25/2034	1FM
76110W-WG-7	RESIDENTIAL ASSET SECURITIES SERIES 2004		09/01/2014	Paydown		28,729	28,729	28,724	28,686	0	42	0	42	0	28,729	0	0	0	844	03/25/2034	1FM
863576-CE-2	STRUCTURED ASSET SECURITIES SERIES 2005-		09/01/2014	Paydown		21,953	21,953	21,480	21,626	0	36	0	36	0	21,662	0	291	291	705	05/25/2035	1FM
92922F-TZ-1	WASHINGTON MUTUAL SERIES 2004-CB2 CLASS		09/01/2014	Paydown		32,396	32,396	33,485	33,187	0	7	0	7	0	33,195	0	(798)	(798)	1,353	08/25/2034	3FM
929766-7G-2	WACHOVIA BANK COMM MTG TRUST SERIES 2005		09/01/2014	Paydown		15,162	15,162	16,635	15,591	0	(429)	0	(429)	0	15,162	0	0	0	533	10/17/2044	1FM
92978Q-AC-1	WACHOVIA BANK COMM MTGE TRUST SERIES 200		08/01/2014	Paydown		913	913	898	899	0	4	0	4	0	913	0	0	0	32	12/15/2043	1FM
92978Y-AC-4	WACHOVIA BANK COMM MTGE TRUST SERIES 200		09/01/2014	Paydown		454,687	454,687	406,160	438,979	0	15,709	0	15,709	0	454,687	0	0	0	19,614	06/15/2049	1FM
92924S-AB-4	WEA FINANCE/WCI FINANCE SERIES 144A 5	F	07/23/2014	Call 110.6560		553,280	500,000	508,755	502,914	0	(566)	0	(566)	0	50						

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22	
										11	12	13	14	15								
CUSIP Ident- ification	Description	For- eign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid- eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor- tization)/ Accretion	Current Year's Other Than Temporary Impairment Recog- nized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Con- tractual Maturity Date	NAIC Desig- nation or Market In- dicator (a)	
9799998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
9799999. Total - Common Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9899999. Total - Preferred and Common Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9999999 - Totals						12,507,695	XXX	12,834,072	12,772,616	1,946	(356,476)	0	(354,530)	0	12,418,091	0	89,605	89,605	392,540	XXX	XXX	

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues.....

Schedule DB - Part A - Section 1 - Options, Caps, Floors, Collars, Swaps and Forwards Open
N O N E

Schedule DB - Part B - Section 1 - Futures Contracts Open
N O N E

Schedule DB - Part B - Section 1B - Brokers with whom cash deposits have been made
N O N E

Schedule DB - Part D - Section 1 - Counterparty Exposure for Derivative Instruments Open
N O N E

Schedule DB - Part D-Section 2 - Collateral for Derivative Instruments Open - Pledged By
N O N E

Schedule DB - Part D-Section 2 - Collateral for Derivative Instruments Open - Pledged To
N O N E

Schedule DL - Part 1 - Reinvested Collateral Assets Owned
N O N E

Schedule DL - Part 2 - Reinvested Collateral Assets Owned
N O N E

SCHEDULE E - PART 1 - CASH

[illegible]

Schedule E - Part 2 - Cash Equivalents - Investments Owned End of Current Quarter
N O N E